

ACT OF INCORPORATION,
AND
ACTS IN AMENDMENT THEREOF,
AND
BYE-LAWS, RULES & ORDINANCES
OF THE
HALIFAX
GAS LIGHT COMPANY.

PUBLISHED BY ORDER OF THE PRESIDENT AND DIRECTORS.

HALIFAX, NOVA SCOTIA.

PRINTED BY JAMES BOWES & SONS, BEDFORD ROW.
1874.

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1874



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W. T. DE INCORPORATION

ASSETS IN VARIOUS FORMS

RE-PAID. RULES & ORDINANCES

OF THE

HALIFAX

GAS LIGHT COMPANY

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1874

PRINTED BY JAMES ROWE & SONS, NEWSPRINTERS
HALIFAX, N. S.
1874

OFFICERS OF THE COMPANY.
1874.

President.

JAMES DONALDSON.

Directors.

MARTIN P. BLACK.
ROBERT BOAK, Jr.
GEORGE ESSON.

GEORGE P. MITCHELL.
THOMAS A. RITCHIE.
WILLIAM P. WEST.

Auditors.

EDWARD BINNEY.

CHARLES FLETCHER.

Secretary.

THOMAS M. BRAINE.

Solicitors.

J. N. & T. RITCHIE.

Manager.

GEORGE BUIST.

OFFICERS OF THE COMPANY

1874

President

James Buchanan

Vice-President

George H. Thompson

Thomas A. Morgan

William T. West

Secretary

John H. Brown

Charles H. Brown

Treasurer

James H. Brown

Thomas A. Morgan

Directors

John H. Brown

James H. Brown

Executive Committee

John H. Brown

Thomas A. Morgan

Act of Incorporation and Amendments.

PAGE 195 OF THE PRIVATE AND LOCAL ACTS OF NOVA SCOTIA.

An Act to Incorporate the Halifax Gas Light and Water Company.

Passed the 27th day of March, 1840.

I.—BE it enacted by the Lieutenant Governor, Council and Assembly, that John Leander Starr, Andrew Richardson, Thomas Forester, James Boyle Uniacke, Richard Brown, Joseph Starr and Edward Cunard, Esquires, and all and every other person, or persons, who shall, from time to time, be and become proprietors of shares in the Corporation, hereby established, their successors and assigns, shall be, and are hereby erected into a Company, and declared to be a body politic and corporate, by the name of the Halifax Gas Light and Water Company, and by that name shall have succession and a common seal, and by that name shall and may sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended in any Court or Courts of Law. or Equity, or place whatsoever, and be able and capable in law to have, hold, purchase, take, receive, lease, possess and enjoy, any houses, lands and Tenements, whatsoever, in fee simple, leasehold, or otherwise, and also any goods and chattles, and all other things, real, personal and mixed, and also to give, grant, sell, let, assign or convey the same or any part thereof as shall and may be thought necessary and proper for the benefit and advantage of the said Company.

II.—Provided always, and be it further enacted, that the said Company shall not have, take, hold, possess or enjoy, at any one time, lands, tenements, or hereditaments of greater value than ten thousand pounds.

III.—And be it further enacted that the original capital or joint stock of such Company, hereby established, shall be the sum of twenty thousand pounds, to be divided into two thousand shares of ten pounds each, and it shall and may be lawful for the five persons first mentioned in this Act,

Amendments, &c.

—
Name altered.
See Act passed
19th April
1844, which
also restricts
Company to
the manufac-
ture of Gas.

Amended by
Act passed
7th May, 1874

Capital increas-
ed by Acts
passed—
31 March, 1857
31 March, 1863
29 March, 1867
7 May, 1874

immediately after the passing thereof, to open a book for subscription of shares to the said Company, and no person shall be entitled to subscribe for more than fifty shares until thirty days shall have elapsed, from the day on which such subscription shall have been opened, and public notice thereof given, by advertisement, in the newspapers at Halifax, and if at the end of thirty days, after public notice so given, the whole number of shares of and in the said joint stock or capital, as hereinbefore prescribed, shall not be taken up or subscribed, then any person or persons may subscribe for the residue of such shares, notwithstanding such person or persons may respectively subscribe for more than fifty shares.

Amended by
Act passed
29 March, 1841

IV.—And be it further enacted, that when and so soon as the said Company shall be formed, and all the shares taken up, it shall and may be lawful for the said Company by a majority of votes, at any meeting or meetings, to be thereafter held, to appoint a President, Directors, and Officers of the said Company, and to make Bye-Laws, Rules, and Ordinances, for prescribing the duties, powers and authorities of the President, Directors, and officers of the said Company, for limiting the number of Directors, for regulating the payment, transfer, registry, and forfeiture of shares, the time or times of meetings of the Company, or of the Directors, the making of Dividends of profits, and the keeping of the accounts, and generally for the good order, conduct and government of the said Company, its affairs and business, as may be requisite and necessary: Provided always, that no Bye-Law, Rule or Ordinance, shall be repugnant to this Act or to the Law or Acts of this Province, or those in force within the same, and provided also that no Bye-Law, Rule or Ordinance shall be of any force or effect until approved by the Governor, Lieutenant Governor, or Commander in Chief for the time being.

Restricted to
Gas.

V.—And be it further enacted, that it shall and may be lawful for the said Company, when formed, to supply the inhabitants of the town of Halifax with water and gas light, and for that purpose, at a proper and convenient distance below the surface of the roads, streets, and highways of the said town, to cause pipes, leaders, and tubes, to be laid and placed as may be proper and necessary, and in the streets of the said town to place and erect in convenient and fitting situations, lamp posts or burners, and supports for the same, as may be necessary and required for the proper lighting of said town, or of such streets or parts of streets as may be lighted.

VI.—And be it further enacted, that for the purposes aforesaid, after ten days' notice given to the Commissioners

of streets of said town, it shall and may be lawful for the said Company to break up and open the roads, streets and highways, in or near to the said town, in any place where necessary, and to keep any such road, street or highway open, for such reasonable time as may be necessary: Provided always, that the said Company shall faithfully and carefully close up, repair and make good the said roads, streets or highways, to be so opened at their own costs and charges, or otherwise shall be liable to defray all expenses to be incurred by the Commissioners of Streets, in closing up, repairing, or making good any road, street or highway, by the said Company to be opened up, which expenses shall be recoverable by said Commissioners against the said Company, with costs, in Her Majesty's Supreme Court, by suit or action, against the said Company, in which it shall be sufficient for said Commissioners to declare for work and labour done by them for the said Company.

VII.—*This section was repealed by an Act passed 14th April, 1845, entitled, "An Act in further addition to the Act to incorporate the Town of Halifax," which is not now in force.*

VIII.—Provided always, and be it further enacted, that if all the proprietors of Houses or buildings, in any street or block in the said town of Halifax, shall, by written agreement, contract for lighting said street or block with the said Company, and fix and establish a rate therefor, for, then and in such case it shall not be necessary to make any application to the said Court, but the rate agreed upon shall be paid and be recoverable as hereinbefore prescribed in respect of the rate to be established by and under the direction of the Court.

IX.—*This Section was repealed by an Act passed 31st March, 1857 (Chapter 71, Acts of 1857.)*

X.—And be it further enacted, that at any general meeting of the said Company, every proprietor or shareholder, having paid up all calls on him made, and then due and payable, if any be then due and payable under the Bye-Laws Rules, or Ordinances of the said Company, shall be entitled to vote according to the number of shares which any proprietor or shareholder may possess, that is to say, the owner of one share to have one vote, the owner of four shares to have two votes, and the owner of eight shares, or a greater number of shares to have three votes and no more, and may give such vote or votes by his or her proxy, duly constituted according to the Bye-Laws, Rules, or Ordinances of the Company, such proxy being a shareholder, and entitled to vote, and every such vote by proxy shall be as good and sufficient to all intents and purposes as if such principal had

Not repealed.
but inoperative, the
lighting of
the city being
now paid out
of the general
funds.

Amended by
Act passed
7 May, 1874.

voted in person, and whenever any share shall be held by more than one person, then the person present at the meeting, who stands first on the Registry, or is first named in Stock Certificate, shall vote therefor.

XI.—And be it further enacted, that the mode of voting by the Directors at any meeting of the Board, shall be regulated by some Bye-Law, Rule or Ordinance of the said Company, to be duly passed by the same.

XII.—And be it further enacted, that for and notwithstanding any real estate which the said Company may hold at any time, the shares and interests of the several shareholders of and in the capital stock and funds of the said Company, shall be held and deemed to be personal property to all intents and purposes whatsoever.

XIII.—And be it further enacted, that nothing herein contained shall be held or construed to give the said Company the privilege of dealing in the lending of money by way of discount, or otherwise, or engaging in any Banking operation whatsoever, or to underwrite, or make, as underwriters, any insurance upon any ship or vessel or marine risk, or upon any loss by fire, or upon any life or lives.

Restricted to
Gas by Act
passed 9th
April, 1844.

XIV.—And be it further enacted, that the said Company shall be at liberty to commence and undertake the lighting of the said Town with Gas, or the supply of Water for the same, either separately or together, as may to such Company seem most advantageous, and, in either case, to have and exercise all the powers and privileges hereinbefore conferred on such Company.

XV.—And be it further enacted, that the shares subscribed for by any shareholder in such Company, shall be payable in such manner, by such instalments or calls, and at such times and upon such notices, as by the Bye-Laws Rules or Ordinances of the said Company may be ordered and directed; and if such calls or instalments shall not be paid, it shall and may be lawful for the said Company to sue for and recover such calls or instalments, by suit or action in the Supreme Court, against any shareholder who shall make default in payment or any call or instalment.

Liability limited
by Act
passed 7 May
1874.

XVI.—Provided always, and be it further enacted, that nothing herein contained shall extend, or be construed or taken to relieve or discharge the said Company, or any of the present or future shareholders in the said Company, from any responsibility, contract, duty, or obligation whatsoever, to which bye-law they, he, or she now is, or at any time hereafter may be or would have been subject or liable had this Act not have been past, as between such Company and any other party or parties whomsoever, and the said shareholders in the said Company, their lands, goods, and

chattels shall be liable under any execution that may be issued against the said Company, in the same manner and to the same extent as if this Act had not been passed. Provided always: that if the Directors of the said Company shall, by any contract or engagement, incur any responsibility for any sum or sums of money beyond the amount of the shares subscribed for, without the sanction of the said Company first had and obtained at some general or special meeting of the said Company, to be called and summoned agreeable to the Bye-laws of the said Company, the Directors of said Company shall, themselves, be held and deemed personally liable for the amount so by them incurred.

XVII.—And be it further enacted, that unless the said Company shall go into operation within five years from the passing of this Act, and every matter and thing therein contained shall be of no effect.

PAGE 199, PRIVATE & LOCAL ACTS.

An Act to amend the Act to Incorporate the Halifax Gas Light and Water Company.

(Passed 29th day of March, A. D. 1841.)

Whereas, by the Act made and passed in the third year of Her present Majesty's reign, entitled, an Act to incorporate the Halifax Gas Light and Water Company, it is enacted that the original capital or joint stock of the Company incorporated thereby, shall be the sum of Twenty Thousand Pounds; and by the fourth Section of the said Act it is further enacted, that when and so soon as the said Company shall be formed, and all the Shares taken up, it shall and may be lawful for the said Company to choose a President and certain Officers, make Bye-Laws and go into operation; and whereas, the sum of Twenty Thousand Pounds is a much larger sum than is necessary to purchase the suitable apparatus and to accomplish the objects contemplated by said Act. And whereas Shares have been subscribed to the amount of upwards of Thirteen Thousand Pounds, and it is desirable that such Company should commence operation:

I. Be it enacted by the Lieutenant Governor, Council, and Assembly, That the said Halifax Gas Light and Water Company may forthwith go into operation, and choose a President and Officers, make Bye Laws, and proceed with the undertaking, agreeable to the provisions of the said Act hereby amended.

PAGE 200 PRIVATE AND LOCAL ACTS.

An Act to amend the Act to Incorporate the Halifax Gas Light and Water Company, and an Act passed in amendment thereof.

(Passed the 19th day of April, 1844.)

WHEREAS, by an Act made and passed in the third year of the Reign of Her present Majesty, entitled an Act to Incorporate the Halifax Gas Light and Water Company; and also by an Act passed in amendment thereof, in the fourth year of the Reign of Her said Majesty, certain powers and privileges are vested and bestowed upon the said Halifax Gas Light and Water Company; and whereas the said Company, by Petition, stating that they are desirous to limit their operations to the manufacture of gas, for the production and supply of light only, and have prayed that an Act may be passed to change the name of the said company, and that the said company may be called the Halifax Gas Light Company.

I.—Be it therefore enacted by the Lieutenant-Governor, Council and Assembly, That the said Company shall, from and after the passing of this Act, to be called and known by the name of "The Halifax Gas Light Company," and not by the name of the Halifax Gas Light and Water Company, and that the President, Directors, and Officers thereof, shall be called and known by the name of the President, Directors and Officers of the Halifax Gas Light Company, and not by the name of the President, Directors and Officers of the Halifax Gas Light and Water Company, and that the said Company shall be called and designated the Halifax Gas Light Company, in all respects, and as fully as if it had been so called in the said Acts, and the persons in the said first recited Act had been therein incorporated under the name of the Halifax Gas Light Company; and that all gifts, grants, conveyances, leases, agreements, contracts, suits, payments, reckonings, dealings, and transactions, to, by, with, against, for, or on account of said Company, before the passing of this Act, shall be, remain, and continue in the same plight and condition as if the said Company had been originally incorporated under the name of the Halifax Gas Light Company.

II.—Provided always, and be it enacted, That all, or any and every the powers and privileges conferred upon or vested in the said Company, in and by the said Acts or either of them, relating to, or in any manner concerning the supplying of the City of Halifax with Water by the said Company shall be, and the same are hereby repealed and

revoked; and that the said Company shall not be authorised or empowered, by the said Acts to undertake, do, or perform any act, matter, or thing for supplying the said City with water in any way or manner howsoever, anything in the said Acts or either of them contained to the contrary in anywise notwithstanding.

CHAPTER 71 OF THE ACTS OF 1857.

An Act to increase the capital Stock of the Halifax Gas Light Company.

(Passed the 31st day of March, A. D., 1857.)

Be it enacted by the Governor, Council and Assembly as follows:

I.—The capital or joint stock of the Halifax Gas Light Company which by the Act of incorporation of such company passed in the 3rd year of Her Majesty's reign, is fixed at Twenty thousand pounds, may be extended to the sum of Forty thousand pounds, or to such amount under that sum as shall by the company be deemed necessary, to be divided into shares of the like amount and subject to bye-laws, rules and regulations as in respect to the original capital in such Act of incorporation is prescribed and contained.

II. The ninth section of the Act passed in the third year of Her Majesty's reign, entitled an Act to Incorporate the Halifax Gas Light Company is repealed.

CHAPTER 70 ACTS OF 1863.

An Act to increase the capital Stock of the Halifax Gas Light Company.

(Passed the 31st day of March, A. D., 1863.)

Be it enacted by the Governor, Council and Assembly as follows:

The capital or joint stock of the Halifax Gas Light Company, which by Chapter seventy-one of the Acts of 1857 was increased from twenty thousand pounds to forty thousand pounds, may be further increased and extended to the sum of sixty thousand pounds, or to such amount under that sum as shall by the company be deemed necessary, to be divided into shares of the like amount, and subject to the same bye-laws, rules and regulations as are prescribed by the original Act of incorporation of such company.

CHAPTER 78 ACTS OF 1867.

An Act to increase the capital Stock of the Halifax Gas Light Company,

(Passed the 20th day of March. A. D., 1867.)

Be it enacted by the Governor, Council and Assembly as follows :

The capital or joint stock of the Halifax Gas Light Company, which by Chapter seventy of the Acts of 1863, was increased from forty thousand to sixty thousand pounds may be further increased and extended to the sum of one hundred thousand pounds, or to such an amount under that sum as may by the company be deemed necessary, to be divided into shares of the like amount and subject to the same bye-laws, rules and regulations as are prescribed by the original Act of incorporation of such company.

CHAPTER ACTS OF 1874.

An Act to amend the Act to incorporate the Halifax Gas Light and Water Company, and the Acts in amendment thereof.

(Passed the 7th day of May, 1874.)

Be it enacted by the Governor, Council and Assembly as follows :

I.—The capital, or joint stock of the Halifax Gas Light Company, may be increased from time to time, by the issue of new shares, as may by the company be deemed necessary, provided it does not exceed in the whole, the sum of six hundred thousand dollars,—such new stock to be divided into shares of forty dollars each, and to be subject to the same bye-laws, rules and regulations as are prescribed by the original Act of incorporation of the company, and the Acts in amendment thereof

II.—The company may purchase, take, and hold real estate to the amount of two hundred and fifty thousand dollars.

III.—Each stockholder in the company shall, on all occasions on which the votes of the stockholders are to be taken, have one vote for each share held by him for at least thirty days before the time of meeting.

IV.—No stockholder or member of the company shall be liable in his person, or separate estate for the debts or lia-

bilities of the company to a greater amount in the whole, than double the amount of stock held by him, deducting therefrom the amount actually paid to the company on account of such stock, unless he shall have rendered himself liable for a greater sum by becoming surety for the debts of the company, but no stockholder who may have transferred his interest in the stock of the company shall cease to be liable for any contracts of the company entered into before the date of the transfer so as any action in respect of such liability be brought within six months after such transfer.

V.—So much of the Acts hereby amended as is inconsistent with this Act is repealed.

CHAPTER 81, ACTS OF 1864.

Extract from "the Act concerning the City of Halifax."

(Passed the 10th day of May, 1864.)

Section 409.—The City Council shall make bye-laws, orders and regulations for lighting the City and they may make any necessary contracts on behalf of the city for that purpose.

Section 412.—The expenses of watch and ward and lighting the city shall be paid out of the general funds of the city and may be included in the general assessment annually levied.

**BYE-LAWS,
RULES AND ORDINANCES
OF THE
Halifax Gas Light Company.**

- Annual General Meeting, ten days notice to be given.** I.—There shall be an annual general meeting of the stockholders in each and every year; of which meeting, at least ten days notice shall be given, in two or more of the public newspapers in Halifax, and which meeting shall be held on the first Tuesday in April in every year, at such time and place, as the Board of Directors shall appoint, with power of adjournment from time to time, when Directors and Auditors shall be elected by ballot.
- Mode of voting** Each Director at the time of his election, shall own at least ten shares in said company.
- Qualification of Directors.** II.—That no proxy shall be valid, unless held by a shareholder entitled to vote, and duly constituted as such in writing, and such proxy to be deposited with the Secretary the day previous to the meeting.
- Proxies.** III.—The affairs of the company shall be managed by a Board of Directors, comprising seven members, who shall appoint one of their number a President, and in the event of a vacancy in the directory, either by death or otherwise, they shall appoint a director to fill such vacancy, until the next general meeting of the shareholders.
- Officers of company.** IV.—The President (or chairman acting in his absence) shall execute all documents on behalf of said company, and shall affix the seal of the company thereto, shall preside at all meetings, summon the Board of Directors, and shareholders to meet, at such time and place as he may appoint, and sign all orders or checks for money, which shall be countersigned by the Secretary.
- President—his duty.** V.—The Directors shall meet as often as the business of the company requires, and in all cases shall be specially summoned by the Secretary, and at all meetings of the Board, three Directors with the President, or four Directors in the absence of the President, one of whom, shall be chosen to act as chairman, shall be deemed a quorum for the transaction of all business, and shall vote as follows, each director to have one vote, and all questions to be de-
- Directors—their duty.**

cided by a majority of votes, the president, or chairman to have a casting vote; they shall have the power to appoint all officers, and servants necessary for the company, and also authority to appoint a superintendent for the time being, who shall attend all meetings of the directors, and keep a record of their proceedings, and to allow such compensation for their services as a majority of the board shall think proper.

VI.—The Secretary shall collect all moneys becoming due, and upon receipt thereof deposit the same in any bank or banks as may be directed, and further that he shall be required to give a bond in the sum of two thousand dollars, with two sureties, for the faithful discharge of his duties.

Secretary—his duty.

VII.—That it shall not be competent for the shareholders at any general or special meeting of the said company to transact business of any kind, unless there be present twenty shareholders, or their duly constituted proxies representing at least one thousand shares.

Number of Shareholders to be present to constitute a business meeting.

VIII.—Besides the annual general meeting of the said company, it shall be competent for the Board of Directors at any time, either of their own accord, or upon a requisition signed by at least ten of the shareholders, upon giving at least ten days notice in one or more of the public newspapers of Halifax, to call a special general meeting of the company, specifying the purposes for which it is called and at which it shall not be competent to transact any other business than that for which they shall be specially summoned, and the votes shall be taken as in the case of the annual general meeting.

Special general meetings—how to be called.

IX.—That the names of the several persons who have subscribed for, or may at any time hereafter subscribe for, or be entitled to a share or shares, in the said company, with the respective numbers of such shares, and also the proper number by which every share shall be distinguished, shall be distinctly and clearly entered into the books for the registration thereof, to be called the registry of shares, and to be kept by the Secretary of the said company.

Registration of shares.

X.—That after the registration and entry of such shares as aforesaid, a certificate (to be approved of by the Board of Directors) under the seal of the company, and signed by the President and Secretary, shall be delivered to every proprietor or stockholder, specifying the share or shares to which she or he is entitled in the said company, and such registry of the certificate of a share or shares, shall be evidence of the property or ownership thereof.

Certificates of shares to be granted.

XI.—That no transfer of any share or shares shall be held valid, unless the same be approved of by the Board of Directors, and in all cases the share or shares of

Transfer of shares.

every stockholder shall be liable to the company for all debts in any way incurred by the stockholder to the company, and all transfers shall be entered into, and subscribed by the parties in the company's books.

Books of the
Company
open to in-
spection.

XII.—That the books, accounts, and papers of the company, shall be open at all times to the inspection of the President and Directors, and the Secretary shall furnish an account of the affairs of the company whenever required by the Board of Directors.

Transfer books
to be closed.

Dividends.

Alteration of
bye-laws—
how & when
allowed.

XIII.—The book for the transfer of shares, shall be closed during fifteen days immediately preceding the days appointed for the payment of a dividend. The dividend shall be declared half-yearly, and in no case shall a dividend be declared out of the capital of the company.

XIV.—No alterations, shall on any account be made in, or additions to these bye-laws, except at an annual, or special general meeting of the company, of which notice of the intention to make such alteration shall be stated; and which alterations, or additions shall be concurred in by at least two-thirds of the shareholders present at such meeting.

XV.—On and after the approval of the foregoing bye-laws, by the Lieutenant-Governor and Executive Council of Nova Scotia, so much of the bye-laws, passed approved, and in force since April, A. D., 1841, as are not embodied in the preceding bye-laws shall be, and is hereby declared null and void.

Passed at a general meeting of the shareholders held the 7th day of April, A. D., 1874.

JAMES DONALDSON,
President.

THOMAS M. BRAINE,
Secretary.

Approved by his Honor the Lieutenant Governor and Her Majesty's Executive Council of the Province of Nova Scotia in the Dominion of Canada, the 8th day of May, A. D., 1874.

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